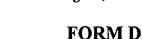
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549





NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per form......16.00

SE	C USE ON	LY
Prefix	•	Serial
DA	FE RECEIV	/ED

Name of Offering (check if this is an a	amendment and name has changed, a	nd indicate change.)			111112111
Series D Preferred Stock					1144344
Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505	⊠ Rule 506	☐ Section 4(6)	☐ ULOE
Type of Filing:	×	New Filing	. 🗖	Amendment	
	A. BASIC II	DENTIFICATION DA	ATA		
1. Enter the information requested above	ut the issuer			! I JARNY COMO DINN COM	il linil attro reno iera per pari
Name of Issuer (check if this is an am	endment and name has changed, and	indicate change.)			
Ophthonix, Inc.		•		1 (9 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 	
Address of Executive Offices	(Number and Street,	City, State, Zip Code)	Telephone Number (i 060	62977
10455 Pacific Center Court, San Diego	, CA 92121		(858) 869-2100		
Address of Principal Business Operations	(Number and Street, City, State, Zip	Code)	Telephone Number (Including Area Code	
(if different from Executive Offices)			ľ.	_	
Brief Description of Business		Р Б	OCESSED	- }	
Development of Optical Products and	[echnology	• • •	IOCESSED		·
Type of Business Organization		ות	ECO 7 200s -		1)
	☐ limited partnership, already for	med Di	ECU / 2006 -	l other (please specif	y):
□ business trust	☐ limited partnership, to be forme	ed Ti	HOMSON		
	<u> </u>	Month F	NANCIAL		
Actual or Estimated Date of Incorporation	or Organization:	7	200 <i>2</i> • • • • • • • • • • • • • • • • • • •	Actual	☐ Estimated
Jurisdiction of Incorporation or Organizat	ion: (Enter two-letter U.S. Postal	Service abbreviation t		Actual I	- Estillated
·F	CN for Canada; FN for other]	DE

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (1-197) 1 of 9)

2. Enster the information sequested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years;	A. BA	SIC IDENTIFICATION DATA			11
Each premoter of the issuer, if the issuer has been organized within the past five years; Each hemelical owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each general and managing partner of partnership issuers. Each general and managing partners of partnership issuers, and experiment and and experi	2. Enter the information requested for the following:				
- Each heneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; - Each general and managing partner of partnership issuers Each general and managing partner of partnership issuers, and - Each general and managing partner of partnership issuers Each general and managing partners of partnership issuers Each general and managing partnership issuers Each general and for managing partnership issuers Each general and managing partnership issuers Each general and managing partnership issuers Each general and for general and for managing partnership issuers Each general and for general		ithin the past five years;			1
Each general and managing partner of partnership issuens. Check Promoter Beneficial Owner Bexecutive Officer Bibrector General and/or Managing Pluttner Apply: Fall Name (Last aame first, if individual)			% or more of a class of equ	uity securities of the issuer;	
Check Promoter Beneficial Owner Beneficial Owner Beneficial Owner Boxes) that Apply: Full Name (Last name fers, if individual) Promoter Content and/or Apply: Promoter Content and Street, City, State, Zip Code Promoter Content and Street, City, State, Zip C	 Each executive officer and director of corporate issuers and of 	corporate general and managing par	tners of partnership issue	rs; and	
Boxes) that Apply: Full Name (Last name first, if individual) Promoter Andreas W. Business or Residence Address (Number and Street, City, State, Zip Code) do Ophthonist, Inc., 10455 Pacific Center Court, San Diego, CA 92121 Cheek Promoter Beneficial Owner Executive Officer BDirector General and/or Managing Partner	Each general and managing partner of partnership issuers.	•			1
Boxes) that Apply: Full Name (Last name first, if individual) Promoter Andreas W. Business or Residence Address (Number and Street, City, State, Zip Code) do Ophthonist, Inc., 10455 Pacific Center Court, San Diego, CA 92121 Cheek Promoter Beneficial Owner Executive Officer BDirector General and/or Managing Partner	Check Dromotor X Reneficial Course	Evecutive Officer	[X] Director	General and/or	<u> </u>
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Co Ophthonis, Inc., 10455 Pacific Center Court, San Diego, CA 92121		Pada)			11
Director General and/or Managing Partner Box(es) that Director General and/or Managing Partner Pull Name (Last name first, if individual) Lacob, Joseph L. Business or Residence Address (Number and Street, City, State, Zip Code)					1
Apply: Full Name (Last name first, if individual) Lacob, Joseph L. Business or Residence Address (Number and Street, City, State, Zip Code) 2723 Avenida de la Plays, Suite 300, La Jolla, CA 20237 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Senyel, Andrew E. Business or Residence Address (Number and Street, City, State, Zip Code) 2723 Avenida de la Plays, Suite 300, La Jolla, CA 20237 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Tang, Kenneth Y. Business or Residence Address (Number and Street, City, State, Zip Code) (do Ophthonix, Inc., 10455 Pacific Center Court, San Diego, CA 23121 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Wardle, Peter J. Business or Residence Address (Number and Street, City, State, Zip Code) (do Ophthonix, Inc., 10455 Pacific Center Court, San Diego, CA 23121 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Wardle, Peter J. Business or Residence Address (Number and Street, City, State, Zip Code) (do Ophthonix, Inc., 10455 Pacific Center Court, San Diego, CA 23121 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Lai, Shuit T. Business or Residence Address (Number and Street, City, State, Zip Code) (do Ophthonix, Inc., 10455 Pacific Center Court, San Diego, CA 23121 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Trex Enterprises Corporation Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Last S	The state of the s		⊠Director	General and/or	1!
Full Name (Last name first, if individual) Lacob, Joseph L. Lacob, Joseph				Managing Partner	11
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Business or Residence Address (Number and Street, City, State, Zip Code) c/o Ophthonix, Inc., 10455 Pacific Center Court, San Diego, CA 92121 Check Boxes					11
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Business or Residence Address (Number and Street, City, State, Zip Code) c/o Ophthonix, Inc., 10455 Pacific Center Court, San Diego, CA 92121 Check Boxes	Full Name (Last name first, if individual)				
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Enterprise Partners VI, L.P. Business or Residence Address (Number and Street, City, State, Zip Code)				·	11
Business or Residence Address (Number and Street, City, State, Zip Code)					
		Code)		·	ii

	A. BASIC	IDENTIFICATION DATA			1!
_	f the issuer has been organized within t	•			
	the power to vote or dispose, or direct				
Each general and managing p	rector of corporate issuers and of corpo artner of partnership issuers.	rate general and managing par	rtners of partnership issuer	s; and	
Check Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or	11
Box(es) that Apply:				Managing Partner	\parallel
Full Name (Last name first, if individ	lual)				11
Kleiner Perkins Caufield & Byers					11
2750 Sand Hill Road, Menlo Park,	nber and Street, City, State, Zip Code) CA 94025 Beneficial Owner				
Check Promoter Box(es) that Apply:	ed Beneficial Owner	□Executive Officer	□Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individ				· - <u>-</u>	
Dionis Trust c/o Gund Investment	Lorporation Iber and Street, City, State, Zip Code)				11
14 Nassau Street, Princeton, NJ 08					11
Check Boxes	☐ Beneficial Owner	■Executive Officer	☐ Director	General and/or Managing Partner	
Full Name (Last name first, if individ George, Thomas A.	lual)				ii.
	iber and Street, City, State, Zip Code)				11
•	Center Court, San Diego, CA 92121				
Check Boxes Promoter that Apply:	■ Beneficial Owner	☐Executive Officer	Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individ Thaler, Warren					
14 Nassau Street, Princeton, NJ 08					
Check Boxes Promoter that Apply:	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Purtner	<u> </u>
Full Name (Last name first, if individ Kliman, Gilbert H.			·		
2710 Sand Hill Road, Second Floor	ber and Street, City, State, Zip Code) , Menlo Park, CA 94025				li
Check Boxes	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner	
Full Name (Last name first, if individ	ual)				$\overline{\parallel}$
2005 Trex Enterprises Corporation					<u> </u>
Business or Residence Address (Num 10455 Pacific Center Court, San Di	iber and Street, City, State, Zip Code)				\parallel
Check Boxes	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner	Ti-
Full Name (Last name first, if individ Lukianov, Alexis V.	uai)			***************************************	
c/o Ophthonix, Inc. 10455 Pacific C	ther and Street, City, State, Zip Code) Center Court, San Diego, CA 92121				
Check Promoter Box(es) that Apply:	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Purtner	
Full Name (Last name first, if individ	ual)				T
Business or Residence Address (Num	nber and Street, City, State, Zip Code)	<u> </u>			#
		· · · · · · · · · · · · · · · · · · ·		1	

1.	Has the iss	uer sold, or de	oes the issue	r intend to s								Yes No	_ <u>X_</u>	
	Answer also in Appendix, Column 2, if filing under ULOE.													ĺ
2.	What is the minimum investment that will be accepted from any individual?											\$ <u>N/A</u>		
3.	3. Does the offering permit joint ownership of a single unit?												• <u>X</u>	
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Not Applicable.													er
Not	Applicable	•												İ
Full	Name (Last	name first, if	f individual)					•						
Bus	iness or Res	idence Addre	ss (Number a	and Street, (City, State,	Zip Code)	-						1	
Non		ne d Danlara	- Deelee											
Nan	ne of Associ	ated Broker o	r Dealer											ı
Stat	es in Which	Person Listed	1 Has Solicite	ed or Intend	ls to Solicit	Durchagere								_
										****************			∐ All Stat	ec
[AL		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	(DC)	[FL]	[GA]	[HI]	(ID)	
	-	[PU]	[- —] [[A]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MN]	[MS]	MOI	1
· [M]		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	- 	[SC]	[SD]	[TN]	[TX]	ָנעדן	[VT]	[VA]	[VA]	[WV]	(WI)	[WY]	[PR]	
Full	Name (Last	name first, if	individual)								<u> </u>			_
													- !	
Bus	iness or Res	idence Addre	ss (Number a	and Street, (City, State,	Zip Code)							į	
Nan	ne of Associ	ated Broker o	r Dealer		***					·			<u> </u>	
Stat	es in Which	Person Listed	l Has Solicite	ed or Intend	ls to Solicit	Purchasers							!i	_
(Ch	eck "All Sta	tes" or check	individual S	tates)					•				D All Stat	es
[AL	1	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]		
· [IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[M]	r)	[NE]	[NV]	[NH]	· [NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]	
run	Name (Last	name first, if	individual)									·		
Bus	iness or Res	idence Addre	ss (Number a	and Street, (City, State,	Zip Code)			<u> </u>			<u> </u>		
Nar	ne of Associ	ated Broker o	r Dealer					,						
				•									11	
		Person Listed												
		tes" or check	individual S	tates)						***************************************			□ All Stài	es
[AL	-	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[НП	[ID]	
(IL)		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	· [MI]	[MN]	[MS]	[MO]	
(M)		[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	· [OH]	[OK]	[OR]	[PA]	
[RI]	1	[SC]	[SD]	[TN]	[TX]	[עד]	[VT]	[VA]	[VA]	[WV]	(WI)	[WY]	[PR]	

B. INFORMATION ABOUT OFFERING

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zcro." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Debt Equity Common Preferred

Answer also in Appendix, Column 3, if filing under ULOE.

Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Other (Specify _____)

Total

	Number	Aggregate
,	Investors	Dollar Amount
V		of Purchases
accredited Investors	<u>25</u>	\$ 35,123,219.70
Ion-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		

35,123,219.70

35,123,219,70

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

	Type of	Donar Amount	1
)	Security	Sold	ŧ
Type of Offering			!
Rule 505		\$	ľ
Regulation A		\$	ľ
Rule 504		\$	'
Total		\$	١.
the resonant of all commence in accordance with the improved and distribution of the		1	١,

a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees		\$
Printing and Engraving Costs		\$
Legal Fees	Ø	\$50,000,00
Accounting Fees		\$
Engineering Fees.		\$
Sales Commissions (specify finders' fees separately)		\$
Other Expenses (Identify)		s
Total	逐	\$ 50,000.00
		1.

C. OFFERING PRICE, NUMBER OF I	NVESTORS, EXPENSES AND	USE OF PROCEEDS	. 11
 Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjusted 	sponse to Part C - Question 1 and I gross proceeds to the issuer"	total expenses furnished	\$ 35,073,219.70
 Indicate below the amount of the adjusted gross proceeds to the issuer used in the amount for any purpose is not known, furnish an estimate and of payments listed must equal the adjusted gross proceeds to the issuer set for the	check the box to the left of the es	stimate. The total of the	Payment To Others
Salaries and fees		S	□ s
Purchase of real estate	***************************************		
Purchase, rental or leasing and installation of machinery and equipment			□ s,
Construction or leasing of plant buildings and facilities			
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger)	this offering that may be used	□ s	□ s
Repayment of indebtedness		□ s	□ s
Working capital		□ s	⊠ \$ 35,073,219.70
Other (specify):		□ s	□ s,
		□ s	
Column Totals			
Total Payments Listed (column totals added)		↓	. !'
·		·- v	1
	•	•	1
			1.
D. FED	ERAL SIGNATURE		
D. FED The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	authorized person. If this notice is		
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange C	authorized person. If this notice is		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	authorized person. If this notice is Commission, upon written request		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc.	authorized person. If this notice is Commission, upon written request Signature		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange C non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type)	authorized person. If this notice is Commission, upon written request		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Ophthonix, Inc. Name of Signer (Print or Type)	Signature Title of Signer (Print or Type)		furnished by the issuer to any

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

			<u> </u>
	E. STATE SIGNATURE		1:
1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?	Yes No	_ i
	See Appendix, Column 5, for state response.		(!
2.	The undersigned issuer hereby undertakes to furnish to the state administrator of any state in which the notice is filed, a notice on Form I such times as required by state law.) (17 CFR 239.500)) at
3.	The undersigned issuer hereby undertakes to furnish to any state administrators, upon written request, information furnished by the issuer to o	fferees.	-
	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limite (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of conditions have been satisfied. The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the understand.	establishing that th	hese
Iss	suer (Print or Type) Signature D	ate	Ħ
O	phthonix, Inc.	, 2006	
Nε	ame (Print or Type) Title (Print or Type)		T
Th	nomas George Chief Financial Officer		
			Ti
	•		1
			1

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

	,			ALL DIVERS					
1	1	2	3	ı	• 4			}	5
	to non-investo	nd to sell accredited ors in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of inves amount purchase (Part C-Ite	ed in State		under Sta yes, explanati granted (alification ate ULOE (if attach on of waiver Part E-Item 1)
State	Yeş	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									ļ ;
AZ									1
AR		<u> </u>						!	11
CA	,		Series D Preferred Stock \$35,123,219.70	20	\$26,970,967.15	0	0		X
co									
CT									1
DE						<u> </u>			
DC						<u> </u>			
FL						<u></u>			
GA									
HI	İ								
ID									1
IL									
IN									1
IA .									
KS	<u> </u>					1			
KY			1						
LA			<u> </u>						11
ME			1			 	1		1
MD									
MA							 	 	1
MI						<u> </u>			11
MN				<u> </u>					
MS			1				<u> </u>		
МО							-		T T
	I	ı	1	<u> </u>	1	1	I	1	1.

APPENDIX

1		2	3		5				
	Intend to sell and aggregate to non-accredited offering price			to non-accredited offering price Type of investor and investors in State offered in state amount purchased in State					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount .	Yes	No
MT									1:
NĖ	1				 				
NV					 		·	 	1
NH					┼			 	1.
NJ		X	Series D Preferred Stock \$35,123,219.70	l	\$4,000,000.26	0	0		X I
NM									
NY									
NC						-			
ND			1						
ОН				<u> </u>					
OK					 				1 1
OR								 	<u> </u>
PA	•		_		<u> </u>		<u> </u>	 	1
RI					<u> </u>]
SC					<u> </u>			 	11
SD					<u> </u> -		<u> </u>	 	11
TN					<u> </u>		-		1 11
TX								 	' '
UT		X	Series D Preferred Stock \$35,123,219.70	2	\$3,000,002.29	0	Ö		X 1
VT							 		i
VA					<u> </u>		<u> </u>		
WA								ļ	1.
wv		_				1		 	
WI		_							
WY		 			 				1 a
PR		_				 			